

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

**In Re: *PETITION OF XO TENNESSEE, INC. TO OPEN A CONTESTED CASE
PROCEEDING TO MONITOR COMPLIANCE WITH TRA RULES AND
ORDERS ON DIRECTORY COVERS***
Docket No. 02-01106

TN REGULATORY AUTHORITY
DOCKET ROOM

**RESPONSE OF BELL SOUTH ADVERTISING & PUBLISHING CORP.
TO XO'S PETITION**

BellSouth Advertising and Publishing Corp. ("BAPCO") respectfully submits this Response to the "Petition of XO Tennessee, Inc. to Open Contested Case Proceeding to Monitor Compliance with TRA Rules and Orders on Directory Covers" that was filed on October 2, 2002.¹ As explained below, BAPCO is doing exactly what it is supposed to be doing: offering to contract with CLECs for a name and logo appearance on BAPCO's Tennessee White Pages directories "under the same terms and conditions as BAPCO provides to [BellSouth Telecommunications, Inc.] by contract." *See BellSouth Advertising & Pub. Corp. v. Tennessee Regulatory Authority*, 79 S.W.3d 506, 522 (Tenn. 2002). Accordingly, there is no reason for the TRA to open a contested case proceeding, designate a Hearing Officer, or take any other action with regard to XO's Petition. The TRA, therefore, should exercise its discretion by denying the Petition in its entirety. *See Consumer Advocate Division v. Greer*, 967 S.W.2d 759, 763-64 (Tenn. 1998) (the TRA "has the power to convene a contested case hearing *if it chooses to exercise the authority*," and "§65-5-203(a) does not impose a mandatory duty upon the TRA to convene a contested case hearing in every case upon the filing of a written complaint.") (emphasis added).

¹ By voluntarily appearing before the TRA for the limited purpose of addressing directory cover issues of the type addressed in XO's Petition, BAPCO is not waiving its right to raise any available jurisdictional defenses in this or any other proceeding before the TRA.

I. BACKGROUND

On September 26, 2002, BAPCO sent XO a letter² addressing name and logo appearances on the covers of BAPCO's White Pages directories in Tennessee. The letter states that such cover appearances by BellSouth Telecommunications, Inc. ("BST") and CLECs will be available for the 2003 Memphis and Nashville directories as requested by XO,³ and it describes the space that will be available for such cover appearances.⁴ The letter also sets forth pricing for cover appearances for those two directories,⁵ and it plainly states that "BAPCO will charge incumbents, including BellSouth Telecommunications, Inc., the same rates on the same terms and conditions as those applied to CLECs."⁶ Finally, the letter notes that additional information regarding cover appearances will be announced within seven to ten days,⁷ and it states that pricing for appearances on the covers of directories other than the Memphis and Nashville directories will be included in the forthcoming announcement.⁸

As promised in BAPCO's letter, BAPCO provided this additional information within the next seven to ten days by way of a Notice⁹ entitled "Advertising Space on The Real Yellow Pages[®] and The Real White Pages[®] Directories in Tennessee That Contain White Page Listings."¹⁰ Among other things, this Notice provides information regarding: (1) the space available for name and logo appearances on the covers of BAPCO's Tennessee White Pages directories; (2) the steps that must be taken to ensure a name and logo appearance on such

² Attachment A to this Response is a copy of this letter ("BAPCO's letter").

³ See Attachment A, ¶¶1 and 2.

⁴ *Id.* at ¶3.

⁵ *Id.* at ¶¶2 and 4.

⁶ *Id.* at ¶4.

⁷ *Id.* at ¶1.

⁸ *Id.* at ¶2.

⁹ Attachment B to this Response is a copy of this notice.

¹⁰ By letter dated October 7, 2002, XO informed the TRA that BAPCO mailed this information "to the CLEC community" on October 3, 2002, and it asked that this information be filed in this docket. See Letter of October 7, 2002 from XO's Counsel to Chairman Kyle. BAPCO mailed the identical notice to BST.

directory covers; (3) the deadline for purchasing a name and logo appearance for each Tennessee White Pages directory published by BAPCO; (4) the rates (including volume discounts) for such name and logo appearances; (5) a mockup of the cover of the Memphis directory;¹¹ and (6) a list of all CLECs certificated by the TRA as of February 1, 2002.

Seven days after it received BAPCO's letter, and one day before BAPCO's Notice was mailed, XO filed a Petition asking the TRA to monitor compliance with: (1) TRA Rule 1220-4-2-.15 concerning directory covers; (2) the TRA's "previously issued order on directory covers," and (3) "the recent decision of the Tennessee Supreme Court in *BellSouth Advertising and Publishing Corp. v. Tennessee Regulatory Authority*" See Petition at 1. While acknowledging BAPCO's letter of September 26, 2002, XO expressed concern that some questions it had may "remain unanswered" in the future. Based on this speculative concern, XO has asked that TRA "to appoint a Hearing Officer to address these matters and any others that may arise in the next few weeks as directories are finalized." See Petition at 3.

II. THE TRA'S RULES, THE TRA'S DIRECTORY COVER ORDERS, AND THE SUPREME COURT'S DIRECTORY COVER OPINION REQUIRE BAPCO TO OFFER TO CONTRACT WITH CLECS FOR A NAME AND LOGO APPEARANCE ON BAPCO'S TENNESSEE WHITE PAGES DIRECTORIES UNDER THE SAME TERMS AND CONDITIONS AS BAPCO PROVIDES TO BST BY CONTRACT.

In effect, XO's Petition asks the TRA to allow the CLEC community to have a say in many of the management decisions involved in creating a directory cover, including, among other things, the layout and design of the directory cover and the advertising rates for appearances on the cover. BAPCO is not required to cede any control over the design of its directory covers to the CLEC community or to BST. Instead, as explained below, BAPCO

¹¹ This same mockup is representative of the cover of the Nashville directory as well.

merely is required to offer to contract with CLECs under the same terms and conditions as BAPCO provides BST by contract.

TRA Rule 1220-4-2-.15(3) provides, in pertinent part, that "[t]he name of the telephone utility, the area included in the directory and the month and year of issue shall appear on the front cover" In 1998, the TRA issued a declaratory order interpreting this rule.¹² That Order provides that

BAPCO must provide the opportunity to AT&T to contract with BAPCO for the appearance of AT&T's name and logo on the cover of such directories *under the same terms and conditions as BAPCO provides to [BST] by contract*. Likewise, BAPCO must offer *the same terms and conditions* to AT&T in a just and reasonable manner.¹³

After the TRA issued this Order, XO's predecessor (NEXTLINK) filed a Petition against BAPCO, arguing that NEXTLINK was entitled to a cover appearance in the same manner as AT&T was entitled to a cover appearance. As a result of NEXTLINK's Petition, the TRA issued an Order stating that "BAPCO must comply with TRA Rule 1220-4-2-.15 *as interpreted in [the AT&T Declaratory Order]*, and as applied to all similarly situated carriers."¹⁴

On July 10, 2002, the Supreme Court of Tennessee issued an opinion reversing the Tennessee Court of Appeals and reinstating both the AT&T Declaratory Order and the NEXTLINK Order. The Court held that "the TRA did not err in ordering BAPCO to allow competing service providers to contract with BAPCO to be included on the covers of BellSouth's white pages directories. . . ." *See BAPCO v. TRA*, 79 S.W.3d at 515. In the doing so, the Court

¹² See Declaratory Order, *In Re: Petition of AT&T Communications of the South Central States, Inc. for a Declaratory Order as to the Applicability of TCA §§65-4-104, 65-4-114(1), 65-4-117(3) and 65-4-122(c), and rule 1220-4-2-.15 to Telephone Directories Published and Distributed on Behalf of BellSouth Telecommunications, Inc. Containing the Names and Telephone Numbers of Customers of AT&T Communications of the South Central States, Inc.*, Docket No. 96-01692 (March 19, 1998)("the AT&T Declaratory Order").

¹³ *Id.* at 8, 9 (emphasis added).

¹⁴ See Order Enforcing TRA Rule 1220-4-2-.15 and Denying Issuance of Sanctions Against BellSouth Advertising and Publishing Corporation, *In Re: Petition of NEXTLINK Tennessee, L.L.C. to Sanction BellSouth*

explained that the AT&T Declaratory Order and the NEXTLINK Order "merely require BAPCO to contract with the competing providers *"...under the same terms and conditions as BAPCO provides to [BST] by contract..."* *Id.* at 522 (emphasis added).

As explained below, that is exactly what BAPCO is doing: it is offering to contract with XO and other CLECs for a name and logo appearance on its Tennessee White Pages directories under the same terms and conditions as it provides BST with a name and logo appearance on those directories. Nothing in XO's Petition suggests anything to the contrary. In fact, BAPCO's October 1, 2002 Notice has provided XO, other CLECs, and BST with all the information they need to obtain a cover appearance (as well as answers to most, if not all, of the questions presented in XO's Petition), and BAPCO remains ready and willing to discuss any further questions or concerns XO, any other CLEC, or BST may have. Appointing a Hearing Officer as requested by XO, therefore, could create a disincentive for XO and other CLECs to work in good faith to obtain a cover appearance and, instead, create an incentive for XO and other CLECs to attempt to inject themselves (and the TRA) into each and every decision involved in publishing a telephone directory.

III. NONE OF THE QUESTIONS SET FORTH IN XO'S PETITION SUGGESTS THAT BAPCO IS NOT COMPLYING WITH THE TRA'S RULE, WITH THE TRA'S ORDERS INTERPRETING THAT RULE, OR WITH THE SUPREME COURT'S OPINION.

Neither the TRA nor the Supreme Court has purported to dictate the terms and conditions under which BAPCO must make available name and logo appearances on the cover of its Tennessee White Pages directories. Instead, both the TRA and the Supreme Court have simply stated that BAPCO is required to make name and logo appearances available to CLECs on the

Advertising and Publishing Corporation and Enforce the TRA Order Regarding Telephone Directories, Docket No. 98-00654 at 4, 7 (November 2, 1998)("the NEXTLINK Order")(emphasis added).

same terms and conditions as BAPCO makes name and logo appearances available to BST. As explained below, that is exactly what BAPCO is doing.

A. The Supreme Court Ruled That BAPCO May Charge For Name and Logo Appearances on its Directory Covers.

It comes as no surprise that the very first issue XO raises in its Petition is one of money: "why, when BAPCO has never charged BST in the past, it is now 'just and reasonable' for BAPCO to begin imposing charges on all carriers named on the cover." *See* Petition at 2. The Supreme Court's opinion squarely addresses this issue:

It is true that the evidence shows [BST] was not paying BAPCO at the time of the hearing for displaying the [BST] logo on the directory covers, *but nothing in the TRA's orders precludes BAPCO from charging [BST] for displaying [BST's] name and logos on the directory covers.* The TRA's orders merely require BAPCO to contract with the competing providers "under the same terms and conditions as BAPCO provides to [BST] by contract." *BAPCO therefore has a choice – it may charge [BST] for displaying [BST's] name and logo, in which case BAPCO also may charge the competing companies, or it may choose not to charge [BST], in which case it may not charge the other companies.*

BAPCO v. TRA, 79 S.W.2d at 522. The Supreme Court could not have been more clear – BAPCO may charge BST and CLECs for logo appearances under the same terms and conditions, and BAPCO has elected to do so. XO, therefore, cannot be heard to complain that BAPCO has chosen to exercise a right that the highest court in the State has clearly said it may choose to exercise.

XO also questions how BAPCO determined the amount it charges for a name and logo cover appearance. *See* Petition at 2; 3-4. A logo is indisputably an advertising symbol, and the appearance of a name and logo on the front cover of a telephone directory can be described as nothing other than an advertisement. Neither the AT&T Declaratory Order nor the NEXTLINK Order suggests any attempt to regulate the price of such advertising, and nothing in the Supreme Court's opinion suggests that the TRA has any authority to regulate the rate for such advertising.

Instead, the AT&T Declaratory Order, the NEXTLINK Order, and the Supreme Court's *BAPCO* opinion merely require BAPCO to offer to contract with CLECs under the same terms and conditions as BAPCO provides to BST by contract, and that is what BAPCO is doing.¹⁵

B. XO Has the Opportunity to Place its Logo on the Cover of BAPCO's Tennessee White Pages Directories.

In response to XO's concerns regarding whether its "square-shaped logo" will fit in the directory cover space that is available to it, BAPCO does not anticipate any problems fitting XO's name and square-shaped logo within the cover space allotted on its Tennessee White Pages directories. *See* Petition at 2-3, 4. Offering the same terms and conditions to BST and CLECs alike can only be done if the same size space is offered to CLECs and BST. Further, restricting the size of a cover appearance is necessary in order to accommodate the opportunity for all CLECs and BST to purchase a cover appearance.

C. The October 1, 2002 Notice Describes the "Other Pricing"¹⁶ that is Referenced in Paragraph 2 of BAPCO's September 26, 2002 Letter.

The second paragraph of BAPCO's September 26, 2002 letter provides the prices for a name and logo appearance on the cover of the 2003 Nashville and Memphis White Pages directories, assuming no volume discounts apply. The paragraph promises other pricing information in the forthcoming announcement, and the October 1, 2002 notice provides that other pricing information. Specifically, it provides the prices for a name and logo appearance on the Nashville and Memphis directory covers when volume discounts apply, and it provides the

¹⁵ BAPCO is not the only publisher of telephone directories. To the contrary, the record in the AT&T Declaratory Order proceeding is replete with evidence that many other entities publish directories in direct competition with BAPCO, and the TRA has never attempted to regulate those entities. Attempting to dictate the rates, terms, and conditions under which BAPCO may provide name and logo appearances on directory covers, therefore, would not only exceed the TRA's statutory authority, but it also would impose a significant and unwarranted competitive disadvantage upon BAPCO in its attempts to compete with other directory publishers.

¹⁶ *See* Petition at 3.

prices (both when volume discounts apply and when they do not) for a name and logo appearance on all other Tennessee White Pages directories published by BAPCO.

D. BAPCO Will be Clearly Identified on the Cover of the Directories.

XO raises question about how BAPCO plans to identify itself on the cover of its Tennessee White Pages directories. *See* Petition at 4. The record of the AT&T Declaratory Order proceeding makes it clear that BAPCO is entitled to identify itself on the cover of the directories it publishes. As demonstrated by the mockup of the Memphis directory cover that is included in Attachment B, BAPCO will clearly and unmistakably identify itself as "BellSouth Advertising & Publishing" on the covers of its Tennessee White Pages directories.


E. BST Will Pay for Its Cover Appearances

XO asks whether BST is paying BAPCO for the right to appear "on all directory covers in BST's service area." *See* Petition at 3. As a matter of principle, BAPCO does not disclose the advertising purchases of its customers. However, when BST appears on a particular BAPCO cover, BST will pay BAPCO for that cover appearance under the same terms and conditions as any CLEC would pay for an appearance on the same cover.

CONCLUSION

For all the reasons set forth above, the TRA should exercise its discretion by denying the Petition in its entirety.

Respectfully submitted this 10th day of October, 2002.



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Direct Fax: 615/687-1507

September 26, 2002

Henry M. Walker
Boult Cummings Conners & Berry PLC
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, TN 37219

RE: XO Tennessee – Memphis and Nashville White Pages Directory Covers

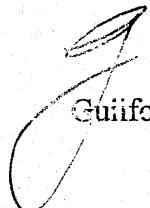
Dear Henry:

As I indicated in our telephone conversations earlier this week,, Randy Cadenhead from BellSouth Advertising & Publishing Corporation (“BAPCO”) asked that I pass along to you the following update concerning upcoming directory covers in Tennessee. The information provided below presupposes no future change in the current state of the law, as reflected in the recent decision of the Tennessee Supreme Court.

1. Within the next seven to ten days BAPCO will announce prices and terms for cover appearances by CLECs on BAPCO’s white pages and combined directory covers. The 2003 Nashville and Memphis white pages directories will be available, as you requested.
2. Pricing for the CLEC’s appearance on the directory covers is projected as follows:
Nashville - \$1,485 per month, payable in advance for the full year, which totals \$17,820; and
Memphis - \$1,409 per month, payable in advance for the full year, which totals \$16,908. Other pricing will be included in the announcement, which will be sent to all ILECs and CLECs. Discounts for volume purchases will apply.
3. The logos of ILECs and CLECs purchasing space will appear alphabetically on the lower portion of the cover. Subject to space availability, those purchasing logo space will have a 1 inch x .25 inch appearance.
4. BAPCO will charge incumbents, including BellSouth Telecommunications, Inc., the same rates on the same terms and conditions as those applied to CLECs.

Should you have any questions or wish to discuss this matter further, please do not hesitate to contact me.

Sincerely,



Guilford F. Thornton, Jr.

Attachment B

L M Berry Company
100 Westwood Place
Brentwood, TN 37027

Date: October 1, 2002

To: Tennessee Local Exchange Carriers (LECs)

Subject: Advertising Space On The Real Yellow Pages® and The Real White Pages®
Directories In Tennessee That Contain White Page Listings

This is to notify you of BellSouth Advertising & Publishing Corporation's (BAPCO's) announcement of a directory Cover Appearance Product to LECs and CLECs in Tennessee.

BAPCO now offers BellSouth Telecommunications (BST) and competitive local exchange carriers (CLECs) the ability to have their name and logo appear on the front cover of The Real Yellow Pages® and The Real White Pages® directories that contain White Page listings for communities served in Tennessee.

Expedited implementation of this new product will be given for the Nashville and Knoxville White Pages. All other combined directories published by BAPCO in the state will have Cover Appearance Product availability going forward thereafter.

The designated space for all LECs and CLECs will be rectangular shaped on the lower portion of the front cover of directories containing official white pages for their respective communities. Actual cover space allotted will vary based upon the number of logos that appear. The size of the individual logo space available will be a standard size (approximately 1.0"w x 0.25"h), subject to space availability. Please see the attached pricing sheet, schedule, and mock-up of a sample cover.

All logos will be printed in black and white and in alphabetical order according to BAPCO alphabetizing rules.

In order to contract for space on the front cover of a particular book, LECs and CLECs providing, or planning to provide, service within the calling scope of the desired book must complete all of the following items prior to the [Final Due Date To Be Included On Cover] listed in the attached schedule:

1. Have an active Interconnection Services agreement with BST.
2. Have a signed contract agreement with BAPCO.
3. Forward a signed Directory Advertising Order (DAO) to the designated BAPCO agent.
4. Forward Cash-In-Advance for the entire year's charge to the designated BAPCO agent.
5. Forward a signed Printing Order (PO) to the designated BAPCO agent including an official name and/or logo that can be sized appropriately to be placed on the front cover, along with an electronic copy of any logo to be published. Adobe Illustrator 10 files are preferred, while Quark, Tiff and EPS files will be accepted.

Any requests not complying with all items listed above will not be honored.

If you have questions or would like to place an order, please contact Mike Snow on (615) 371-7604 or at Mike.Snow@LMBerry.com.

Sincerely,

ORIGINAL SIGNED BY Mike Snow

Mike Snow - Field Competitive Manager
L M Berry Company

Tennessee CLEC Cover Schedule

Product Code	Directory Name	State Code	Letter Sent to LEC	EBD Year	Final Due Date to be included on cover
68527	KNOXVILLE TN	TN	10/1/2002	2002	11/1/2002
68593	LEWISBURG TN	TN	10/1/2002	2002	11/1/2002
68637	MARYVILLE-ALCOA TN	TN	10/1/2002	2002	11/1/2002
68610	LINCOLN-CO TN	TN	10/1/2002	2002	11/1/2002
68351	FRANKLIN TN	TN	10/1/2002	2003	11/1/2002
68373	GALLATIN TN	TN	10/1/2002	2003	11/1/2002
68702	NASHVILLE TN WP	TN	10/1/2002	2003	11/1/2002
68274	DAYTON TN	TN	10/1/2002	2003	11/15/2002
68582	LOUDON CO TN (LENOIR CITY)	TN	10/1/2002	2003	11/15/2002
68050	BEDFORD-CO TN	TN	10/1/2002	2003	11/15/2002
68307	DYER-CO TN	TN	10/1/2002	2003	11/15/2002
68836	SEVIER-CO TN	TN	10/1/2002	2003	12/2/2002
68241	COVINGTON TN	TN	10/1/2002	2003	12/2/2002
68726	OBION-CO TN	TN	10/1/2002	2003	12/2/2002
68555	LAUDERDALE-CO TN	TN	10/1/2002	2003	12/2/2002
68032	ASHLAND-CITY TN	TN	10/1/2002	2003	12/2/2002
68134	CAMPBELL-CO TN	TN	10/1/2002	2003	12/2/2002
68736	PARIS TN	TN	10/1/2002	2003	12/2/2002
68348	FIVE-RIVERS-AREA TN	TN	10/1/2002	2003	1/3/2003
68054	BELLS TN	TN	10/1/2002	2003	1/3/2003
68027	ANDERSON-CO TN	TN	10/1/2002	2003	1/3/2003
68880	SOMERVILLE TN	TN	10/1/2002	2003	1/3/2003
68472	JACKSON TN	TN	10/1/2002	2003	1/3/2003
68658	MEMPHIS TN WP	TN	10/1/2002	2003	1/3/2003
68782	ROANE-CO TN	TN	10/1/2002	2003	1/3/2003
68384	GIBSON-CO TN	TN	10/1/2002	2003	3/3/2003
68626	LYNCHBURG TN	TN	10/1/2002	2003	3/3/2003
68552	LAKE-CO TN	TN	10/1/2002	2003	3/3/2003
68633	MARION-CO/BRIDGEPORT TN	TN	10/1/2002	2003	3/3/2003
68924	SWEETWATER TN	TN	10/1/2002	2003	3/3/2003
68913	SPRINGFIELD TN	TN	10/1/2002	2003	3/3/2003
68439	HENDERSON TN	TN	10/1/2002	2003	3/3/2003
68142	CARTHAGE TN	TN	10/1/2002	2003	3/3/2003
68164	CHATTANOOGA TN	TN	10/1/2002	2003	3/3/2003
68296	DICKSON TN	TN	10/1/2002	2003	3/3/2003
68946	TULLAHOMA TN	TN	10/1/2002	2003	3/3/2003
68428	HARTSVILLE TN	TN	10/1/2002	2003	5/2/2003
68803	SAVANNAH-SELMER TN	TN	10/1/2002	2003	5/2/2003
68410	GREENFIELD-GLEASON TN	TN	10/1/2002	2003	5/2/2003
68758	PULASKI TN	TN	10/1/2002	2003	5/2/2003
68186	CLEVELAND TN	TN	10/1/2002	2003	5/2/2003
68043	ATHENS TN	TN	10/1/2002	2003	5/2/2003
68692	MURFREESBORO TN	TN	10/1/2002	2003	5/2/2003
68109	BROWNSVILLE TN	TN	10/1/2002	2003	5/2/2003
68604	LEXINGTON TN	TN	10/1/2002	2003	5/2/2003
68352	FRANKLIN-CO TN	TN	10/1/2002	2003	5/2/2003
68571	LEBANON TN	TN	10/1/2002	2003	5/2/2003
68461	HUNTINGDON TN	TN	10/1/2002	2003	5/2/2003
68230	COPPER-BASIN-AREA TN	TN	10/1/2002	2003	7/1/2003
68076	BOLIVAR TN	TN	10/1/2002	2003	7/1/2003
68450	HOHENWALD TN	TN	10/1/2002	2003	7/1/2003
68560	LAWRENCEBURG TN	TN	10/1/2002	2003	7/1/2003
68175	CLARKSVILLE TN	TN	10/1/2002	2003	7/1/2003

Tennessee CLEC Cover Schedule

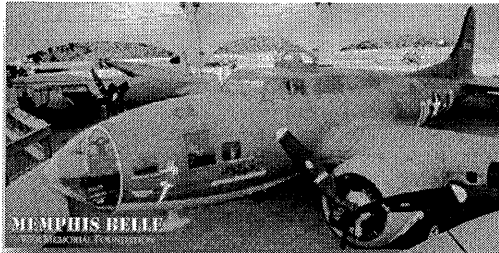
Product Code	Directory Name	State Code	Letter Sent to LEC	EBD Year	Final Due Date to be included on cover
68153	CENTERVILLE TN	TN	10/1/2002	2003	7/1/2003
68301	DOVER-CUMBERLAND TN	TN	10/1/2002	2003	7/1/2003
68131	CAMDEN TN	TN	10/1/2002	2003	7/1/2003
68045	BARTLETT-RALEIGH TN (NH)	TN	10/1/2002	2003	7/1/2003
68378	GERMANTOWN-COLLIERVILLE TN (NH)	TN	10/1/2002	2003	7/1/2003
68968	WAVERLY TN	TN	10/1/2002	2003	7/1/2003
68208	COLUMBIA TN	TN	10/1/2002	2003	7/1/2003
68527	KNOXVILLE TN	TN	10/1/2002	2003	7/1/2003
68593	LEWISBURG TN	TN	10/1/2002	2003	7/1/2003
68637	MARYVILLE-ALCOA TN	TN	10/1/2002	2003	7/1/2003
68610	LINCOLN-CO TN	TN	10/1/2002	2003	7/1/2003

BELLSOUTH
Advertising & Publishing

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Advertising & Publishing

The Real White Pages

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Memphis, TN**
Area Codes 662, 870, 901
June 2002-03



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TN CLEC Pricing

Product Code	Directory Name	Multi-Directory Discounts***		
		Full Rate (1 - 5 Directories)	10% Off (6-30 Directories)	15% Off (>30 Directories)
68027	ANDERSON-CO TN	\$4,500	\$4,056	\$3,828
68032	ASHLAND-CITY TN	\$984	\$888	\$840
68043	ATHENS TN	\$2,208	\$1,992	\$1,884
68045	BARTLETT-RALEIGH TN (NH)	\$4,860	\$4,380	\$4,140
68050	BEDFORD-CO TN	\$1,392	\$1,260	\$1,188
68054	BELLS TN	\$528	\$480	\$456
68076	BOLIVAR TN	\$996	\$900	\$852
68109	BROWNSVILLE TN	\$900	\$816	\$768
68131	CAMDEN TN	\$828	\$756	\$708
68134	CAMPBELL-CO TN	\$2,064	\$1,860	\$1,764
68142	CARTHAGE TN	\$744	\$672	\$636
68153	CENTERVILLE TN	\$816	\$744	\$696
68164	CHATTANOOGA TN	\$15,396	\$13,860	\$13,092
68175	CLARKSVILLE TN	\$6,276	\$5,652	\$5,340
68186	CLEVELAND TN	\$5,196	\$4,680	\$4,428
68208	COLUMBIA TN	\$3,372	\$3,036	\$2,868
68230	COPPER-BASIN-AREA TN	\$1,260	\$1,140	\$1,080
68241	COVINGTON TN	\$1,476	\$1,332	\$1,260
68274	DAYTON TN	\$1,668	\$1,512	\$1,428
68296	DICKSON TN	\$2,568	\$2,316	\$2,184
68301	DOVER-CUMBERLAND TN	\$768	\$696	\$660
68307	DYER-CO TN	\$2,784	\$2,508	\$2,376
68348	FIVE-RIVERS-AREA TN	\$6,648	\$5,988	\$5,652
68351	FRANKLIN TN	\$5,148	\$4,644	\$4,380
68352	FRANKLIN-CO TN	\$1,968	\$1,776	\$1,680
68373	GALLATIN TN	\$3,708	\$3,348	\$3,156
68378	GERMANTOWN-COLLIERVILLE TN (NH)	\$5,388	\$4,860	\$4,584
68384	GIBSON-CO TN	\$2,352	\$2,124	\$2,004
68410	GREENFIELD-GLEASON TN	\$744	\$672	\$636
68428	HARTSVILLE TN	\$744	\$672	\$636
68439	HENDERSON TN	\$624	\$564	\$540
68450	HOHENWALD TN	\$744	\$672	\$636
68461	HUNTINGDON TN	\$1,272	\$1,152	\$1,092
68472	JACKSON TN	\$5,952	\$5,364	\$5,064
68527	KNOXVILLE TN	\$15,948	\$14,364	\$13,560
68552	LAKE-CO TN	\$696	\$636	\$600
68555	LAUDERDALE-CO TN	\$1,152	\$1,044	\$984
68560	LAWRENCEBURG TN	\$1,596	\$1,440	\$1,368
68571	LEBANON TN	\$2,604	\$2,352	\$2,220
68593	LEWISBURG TN	\$888	\$804	\$756
68604	LEXINGTON TN	\$1,476	\$1,332	\$1,260
68610	LINCOLN-CO TN	\$1,308	\$1,188	\$1,116
68582	LOUDON CO TN (LENOIR CITY)	\$2,040	\$1,836	\$1,740
68626	LYNCHBURG TN	\$552	\$504	\$480
68633	MARION-CO/BRIDGEPORT TN	\$1,956	\$1,764	\$1,668
68637	MARYVILLE-ALCOA TN	\$4,776	\$4,308	\$4,068
68658	MEMPHIS TN WP	\$16,908	\$15,228	\$14,376
68692	MURFREESBORO TN	\$6,552	\$5,904	\$5,580
68702	NASHVILLE TN WP	\$17,820	\$16,044	\$15,156
68726	OBION-CO TN	\$2,088	\$1,884	\$1,776
68736	PARIS TN	\$2,004	\$1,812	\$1,704

TN CLEC Pricing

Product Code	Directory Name	Multi-Directory Discounts***		
		Full Rate (1 - 5 Directories)	10% Off (6-30 Directories)	15% Off (>30 Directories)
68758	PULASKI TN	\$1,224	\$1,104	\$1,044
68782	ROANE-CO TN	\$2,088	\$1,884	\$1,776
68803	SAVANNAH-SELMER TN	\$1,164	\$1,056	\$996
68836	SEVIER-CO TN	\$5,268	\$4,752	\$4,488
68880	SOMERVILLE TN	\$864	\$780	\$744
68913	SPRINGFIELD TN	\$1,956	\$1,764	\$1,668
68924	SWEETWATER TN	\$1,848	\$1,668	\$1,572
68946	TULLAHOMA TN	\$2,904	\$2,616	\$2,472
68968	WAVERLY TN	\$816	\$744	\$696

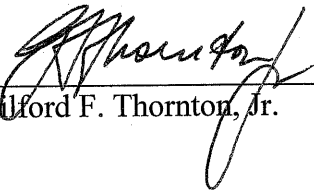
*** Multi-directory discounts only apply at the time of purchase.

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the following was served upon the following, via first class U. S. Mail, this 10th day of October, 2002.

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